

July 6, 2007

Ms. Nancy M. Morris
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Via email: rule-comments@sec.gov

RE: File Number PCAOB-2007-02

Dear Ms. Morris:

We appreciate the opportunity to comment on the U.S. Securities and Exchange Commission's (SEC or Commission) release entitled *Public Company Accounting Oversight Board; Notice of Filing of Proposed Rule on Auditing Standard No. 5, An Audit of Internal Control Over Financial Reporting That is Integrated with an Audit of Financial Statements, and Related Independence Rule and Conforming Amendments*.

We support the Commission's approval of the proposed rules and conforming amendments. We believe the Public Company Accounting Oversight Board appropriately responded to concerns raised by the profession, including issuers, auditors, investors and others. We further believe the proposed rules and conforming amendments are consistent with the Sarbanes-Oxley Act of 2002 and will protect investors by maintaining the quality of audits in the public's best interest. We respectfully submit our responses to your request for specific comments in the accompanying appendix.

If you would like to discuss our comments further, please contact Mr. John L. Archambault, Managing Partner of Professional Standards, at (312) 602-8701, or Mr. R. Trent Gazzaway, Managing Partner of Corporate Governance, at (704) 632-6834.

Very truly yours,



Grant Thornton LLP

